

Exhibit C

PURCHASE AGREEMENT

This Purchase Agreement is made this 20th day of December 2016 (the “Effective Date”), by and between ML Finance LLC, a Delaware limited liability company (“ML Finance”) and Bowery Kitchen Supplies, Inc., a New York corporation (“Bowery”).

WHEREAS, Bowery owns all rights and interest in and to the trademarks and the domain identified in the attached Schedule of Trademarks (collectively, the “Marks”);

WHEREAS, ML Finance desires to acquire all rights and interest in the Marks and that part of the goodwill of Bowery’s business connected with the use of and symbolized by the Marks, and Bowery is willing to assign to ML Finance all rights and interest in the Marks and that part of the goodwill of Bowery’s business connected with the use of and symbolized by the Marks; and

WHEREAS, in order to effectuate Bowery’s assignment of all rights and interest in the Mark and that part of the goodwill of Bowery’s business connected with the use of and symbolized by the Marks, the parties are executing this Purchase Agreement.

NOW, THEREFORE, in return for consideration of \$280,000 already received by Bowery, Bowery agrees as follows:

1. The recitals stated above are hereby incorporated herein and shall have binding and interpretive effect.

2. Bowery hereby assigns, conveys and transfers to ML Finance, its successors, assigns and legal representatives, the full and entire right and interest in and to the following property:

- (i) the Marks;
- (ii) that part of the goodwill of Bowery’s business connected with the use of and symbolized by the Marks;
- (iii) all of Bowery’s trademark rights in the Marks under the laws of any jurisdiction, including all rights granted under 15 U.S.C. §1051, *et. seq.*, all rights granted under the statutes of any other jurisdiction, and all rights granted under the common laws of any jurisdiction (collectively, the “Trademark Rights”);
- (iv) the right to claim the Trademark Rights and to obtain registrations therefor in the sole name of ML Finance under the trademark laws of any jurisdiction; and
- (v) all causes of action for, and claims for damages by reason of, any infringement of the Trademark Rights in any jurisdiction, which causes of action and claims arose prior to the date of execution hereof.

3. Bowery hereby represents and warrants that, other than this Purchase Agreement, it is not a party to any prior agreement, nor has it made any other commitment or reached any understanding, with any other person or legal entity relating to the Marks or the Trademark Rights therein that would be breached or otherwise violated by this Purchase Agreement.

4. Bowery hereby represents and warrants that it is the sole owner of all Trademark Rights in the Marks as identified in the attached Schedule of Trademarks and that Bowery has full power and authority to make the sale of the Marks pursuant to this Purchase Agreement.

6. Bowery further agrees that, at the request of ML Finance and without charge or cost to Bowery, it will: (i) execute and have executed any and all other documents of any kind whatsoever, and provide whatever information may be required, to carry out the terms and intent of this Agreement; and (ii) fully cooperate with ML Finance, as reasonably required, to enable ML Finance to duly record an instrument of assignment with all applicable trademark offices or other official bodies, so that ML Finance's ownership of the Trademark Rights in the Marks is duly made of record with such offices or bodies.

IN WITNESS WHEREOF, Bowery and ML Finance have caused this instrument to be executed on the date first indicated above.

BOWERY KITCHEN SUPPLIES, INC.

ML FINANCE LLC

By: _____

By: _____

Name: _____

Name: Marcus Lemonis


Title: _____





Date: _____

Title: Chairman/CEO

Date: December 20, 2016

SCHEDULE OF TRADEMARKS

MARK/DOMAIN	GOODS/SERVICES
BOWERY KITCHEN	Restaurant and kitchen supplies; kitchenware; houseware; cooking utensils; and retail and online retail store services featuring the same; kitchen design services; stainless steel equipment design and fabrication services; restaurant and delicatessen services
BOWERY KITCHEN SUPPLY	Restaurant and kitchen supplies; kitchenware; houseware; cooking utensils; and retail and online retail store services featuring the same; kitchen design services; stainless steel equipment design and fabrication services; restaurant and delicatessen services
BOWERY KITCHEN SUPPLIES	Restaurant and kitchen supplies; kitchenware; houseware; cooking utensils; and retail and online retail store services featuring the same; kitchen design services; stainless steel equipment design and fabrication services; restaurant and delicatessen services
BOWERY KITCHEN SUPPLIES WHERE THE CHEFS SHOP & Design 	Restaurant and kitchen supplies; kitchenware; houseware; cooking utensils; and retail and online retail store services featuring the same; kitchen design services; stainless steel equipment design and fabrication services; restaurant and delicatessen services
BOWERYKITCHEN & Design	Restaurant and kitchen supplies; kitchenware; houseware; cooking utensils; and retail and online retail store services featuring the same; kitchen design services; stainless steel

BoweryKitchen 	equipment design and fabrication services; restaurant and delicatessen services
BOWERYKITCHENS & Design 	Restaurant and kitchen supplies; kitchenware; houseware; cooking utensils; and retail and online retail store services featuring the same; kitchen design services; stainless steel equipment design and fabrication services; restaurant and delicatessen services
BOWERY KITCHEN SUPPLIES INC. & Design 	Restaurant and kitchen supplies; kitchenware; houseware; cooking utensils; and retail and online retail store services featuring the same; kitchen design services; stainless steel equipment design and fabrication services; restaurant and delicatessen services
BOWERY GRILLE	Restaurant and delicatessen services
BOWERY GRILLERS	Restaurant and delicatessen services
BOWERY EATS	Restaurant and delicatessen services
BOWERY EATS & Design 	Restaurant and delicatessen services
WWW.BOWERYKITCHENS.COM	